

BYLAWS

OF

ARTICLE I

Offices

Section 1. Principal Office. The corporation may have such offices, either within or without the State of Wisconsin, as may be designated from time to time by resolution of the Board of Directors, one of which may be designated as the principal office.

Section 2. Registered Office and Registered Agent. The corporation shall maintain a registered office and registered agent in the State of Wisconsin. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Wisconsin Department of Financial Institutions pursuant to the provisions of the Wisconsin Nonstock Corporation Law (the "WNCL").

ARTICLE II

Board of Directors

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number and Qualifications of Directors.

(a) The number of directors shall be nine (9), and each director shall serve for the term provided in Section 3 of this Article. No amendment of this section shall reduce the number of directors to less than the number required by the WNCL, which at the time of adoption of these bylaws is three (3).

(b) Directors need not be residents of the State of Wisconsin.

Section 3. Appointment and Term.

(a) Method of Appointment. Directors of this corporation shall be appointed as follows:

(1) The Commissioner shall appoint one (1) individual (the "Commissioner's Appointee") as a director of the corporation, and such individual shall be second class director.

(2) Initially, the Board of Trustees of The Medical College of Wisconsin, Inc., a Wisconsin non-stock not-for-profit corporation ("MCW") shall appoint as Directors of the corporation the following:

- (A) one individual (the "Health Care Advocate") who is a qualified representative of a non-profit organization that is a statewide advocate concerning a broad range of health care issues, that has operated for a least five years, that is widely recognized as a health care advocate, and that is independent of influence by _____ (formerly known as Blue Cross & Blue Shield United of Wisconsin) ("BCBSUW"), and/or the affiliates of BCBSUW, MCW, University of Wisconsin Medical School. The appointment shall be made from at least three nominees submitted by one or more qualified organizations on a list of qualifying non-profit organizations, provided that the Wisconsin Commissioner of Insurance (the "Commissioner") may disapprove as not reasonably representative of such organizations. The appointed Health Care Advocate shall be a first class director; and

- (B) three (3) individuals (together, the "Community Health Advocates") who are qualified, independent representatives chosen from among the following categories (but no more than one of whom are chosen from the same category). Each Community Health Advocate must be appointed from among three (3) nominees of Wisconsin based organizations that have operated for at least five (5) years, are widely recognized as non-profit or governmental advocates on the topic, and are independent of influence by BCBSUW, its affiliates, and the medical schools:
 - (i) an advocate concerning health issues of particular concern to a minority community;
 - (ii) an advocate concerning health issues of particular concern to women;
 - (iii) an advocate concerning health issues of particular concern to senior citizens;
 - (iv) an advocate concerning children's health issues;

(v) a representative of a non-profit or local government rural community health organization; and

(vi) a representative of a non-profit or local governmental community health organization other than a rural community health organization;

one (1) of whom the Board of Trustees of MCW shall designate as a first class director and two (2) of whom the Board of Trustees of MCW shall designate as second class directors; and

- (C) four (4) individuals (the "MCW Representatives") who may be representatives of MCW, two of whom the Board of Trustees of MCW shall designate as first class directors and two of whom the Board of Trustees of MCW shall designate as second class directors.

(b) Term of Office. Directors shall be classified with respect to the time for which they shall hold office by dividing them into the two (2) classes referred to above in Section 3(a). The directors of the first class shall hold office for an initial term of two (2) years, and the directors of the second class for an initial term of four (4) years. Successors to the Health Care Advocate (defined in Section 3(a)(1)(A) above) and the Community Health Advocates (defined in Section 3(a)(1)(B) above) shall be appointed by the Board of Trustees of MCW, and if the prior incumbent of the position is not available to serve an additional term or if the Board of Trustees of MCW so requests, then such appointees shall be selected from a list of not less than three (3) nominees for each position, such list being created by a subcommittee of the Board composed of the directors other than the one vacating a position and the MCW Representatives (as defined in Section 3(a)(1)(C) above). Successors to the MCW Representatives shall be appointed by the Board of Trustees of MCW. Successors to the Commissioner's Appointee (as defined in Section 3(a)(2) above) shall be appointed by the Commissioner. The successors to the class of directors whose terms expire shall commence to hold office for a term of four (4) years from such expiration, or until their successors have been appointed as described above and qualified. In the event of an increase in the number of directors, the remaining directors shall assign the newly created directorship(s) to the appropriate class or classes so that the two (2) classes shall continue to consist of, as nearly as possible, an equal number of directors.

Section 4. Resignation. A director may resign at any time by filing a written resignation with the Chair. Unless excused in writing by the Chairperson, failure of a director to attend four (4) consecutive meetings of the Board of Directors or one-half of the meetings in a calendar year shall be deemed to be a resignation by the director.

Section 5. Removal. The Health Care Advocate and/or the Community Health Advocates and/or their successors may be removed from office with cause by the vote of two-thirds of the other directors of this corporation either at a regular meeting or at any special meeting called for that purpose. The MCW Representatives may be removed from office with or without cause by the Board of Trustees of MCW. The Commissioner's Appointee may be removed from office with or without cause by the Commissioner.

Section 6. Public Notice of Meetings. The Board of Directors of the corporation shall conduct the affairs of the corporation (which is not otherwise regulated by such law) consistent with the policy of Wisconsin law regulating open meetings of governmental bodies by the following:

- (a) Public notice of all meetings of the Board of Directors shall be given in the following manner:

(1) Notice of each meeting of the Board of Directors shall set forth the time, date, place and subject matter of the meeting, including that intended for any closed session.

(2) The notice shall be posted at least 24 hours prior to commencement of such meeting at the principal office of the corporation, and shall be provided to news media and members of the public which have filed a written request for such notice.

Section 7. Public Access to Records. The Board of Directors of the corporation shall conduct the affairs of the corporation (which is not otherwise regulated by such law) consistent with the policy of Wisconsin law regulating public access to records by the following: If the corporation receives a request for access to records within its possession, the corporation shall either provide such access or if the request is denied in whole or in part, the corporation shall respond in writing with a statement of the reason for the denial. The corporation may require payment of a fee, which fee shall not exceed the actual, direct and necessary cost of responding to a request.

Section 8. Vacancies. In the event a vacancy occurs in the Board of Directors from any cause, including an increase in the number of directors, an interim director shall be appointed as follows: Successors of the Health Care Advocate and the Community Health Advocates shall be appointed by the Board of Trustees of MCW, and such appointees shall be selected from a list of not less than three (3) nominees for each position (as provided in Section 3 above), such list being created by a subcommittee of the Board composed of the directors other than the one vacating a position and the MCW Representatives. Successors of the MCW Representatives shall be appointed by the Board of Trustees of MCW. Successors of the Commissioner's Appointee shall be appointed by the Commissioner. An interim director shall serve until a successor is appointed upon expiration of the term of office for that director.

Section 9. Annual Meeting. The annual meeting of the Board of Directors shall be held in the month of _____ in each year, at such time and place as the Board of Directors may determine, for the purpose of transacting such business as may come before the meeting.

Section 10. Regular Meetings. The Board of Directors may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place in accordance with the notice requirement of Article II, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution.

Section 11. Special Meetings. Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes unless otherwise prescribed by the WNCL, on call of the Chair or on the written request of any [twenty percent (20%)] of the directors upon notice in accordance with Article II. Notwithstanding other notice requirements of Article II, emergency meetings may be held upon two (2) hours notice.

Section 12. Meetings By Telephone or Other Communication Technology.

(a) Any or all directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or conduct the meeting through the use of, telephone or any other means of communication by which either: (i) all participating directors may simultaneously hear each other during the meeting or (ii) all communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

(b) If a meeting will be conducted through the use of any means described in subsection (a), all participating directors shall be informed that a meeting is taking place at which official business may be transacted. Notice shall be given in one of the methods described in Article II. A director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 13. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time and place of any annual or special meeting shall be given by oral or written notice delivered personally to each director at least twenty-four (24) hours prior thereto, or by written notice given by other than personal delivery at least forty-eight (48) hours prior thereto. Notice shall be given in one of the methods described in Article II hereof. The purpose of and the business to be transacted at any special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

(b) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the WNCL or under the provisions of the Articles of Incorporation or Bylaws of the corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. If public notice is not provided in accordance with this Article II, the meeting shall be adjourned or postponed until such meeting can be properly noticed.

Section 14. Quorum. A majority of the number of directors fixed by Section 2 of this Article shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 15. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the WNCL, the Articles of Incorporation or Bylaws of the corporation or the Findings of Fact, Conclusions of Law, and Order by the Wisconsin Commissioner of Insurance dated March 28, 2000, in Case No. 99-C26038[**as the same may be amended from time to time**] (the "Order"). Pursuant to the Order, a supermajority vote shall be required in connection with certain real estate expenditures and/or to change the 35% public health percentage described in the Order, and a majority of all directors shall be required with respect to certain expenditures, all as more fully described in the Order.

Section 16. Action by Written Consent of Directors. Except for actions involving distribution of Grant Funds, as provided in the Articles of Incorporation, an action required or permitted to be taken at a board meeting may be taken by written action signed by two-thirds (2/3) of the directors then in office including three (3) individuals consisting of the Health Care Advocate and/or Community Health Advocates. All directors shall receive written notice of any action so taken, and the written action is effective on the date specified in the written consent or on the tenth day after the date on which written notice is given, whichever is later.

Section 17. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall

be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the Chair immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 18. Compensation. Directors of the corporation shall not receive compensation for serving as directors or for providing other personal services to the corporation. However, directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

Section 19. Committees. The Board by resolution may create committees having such powers as are then permitted by the WNCL and as are specified in the resolution.

ARTICLE III Officers

Section 1. Number. The sole officer of the corporation shall be a Chair. The Chair [may, but need not,] [shall] be a member of the Board of Directors.

Section 2. Election and Term of Office. The Chair of the corporation shall be elected annually by the Board of Directors at its annual meeting, except that the initial Chair shall be appointed by the Board of Trustees of MCW and shall serve for the sole purpose of presiding over the election of a permanent Chair thereat. If the election of the Chair shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. The Chair shall hold office from the close of the annual meeting for a term of one year, or until a qualified successor is elected upon expiration of the term of office, or until the Chair's death, or until the Chair shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. The Chair or any agents elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in the office of Chair because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Duties. The Chair and any agents elected or appointed by the Board of Directors shall have such powers and perform such duties as may from time to time be prescribed by resolution of the Board of Directors and, failing such resolution, shall have such powers and perform such duties as are normally incident to and incumbent upon officers and agents, respectively, of a corporation.

Section 6. Compensation. The Chair shall not receive compensation for serving as an officer or for providing other personal services to the corporation. However, the Chair may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

ARTICLE IV Indemnification

Section 1. Mandatory Indemnification. The corporation shall, to the fullest extent permitted or required by Sections 181.041 to 181.053, inclusive, of the WNCL, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the corporation. The corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the Members, the WNCL or otherwise. All capitalized terms used in this Article V and not otherwise defined herein shall have the meaning set forth in Section 181.041 of the WNCL. For the purposes of clarity, the foregoing rights to indemnity shall not entitle any person to recourse against, or use of, any funds, amounts or assets not owned by and in the exclusive control of the corporation, including, without limitation, any amounts granted or to be granted by _____, a Wisconsin non-stock not-for-profit corporation formerly known as the Public Health Foundation of Wisconsin (the "Foundation"), to MCW as referred to in the Order or any other asset, endowment or fund of MCW or the Foundation.

Section 2. Permissive Supplementary Benefits. The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, employees or agents, whether or not the corporation would be obligated to indemnify or advance Expenses to such Director, Officer, employee or agent under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

Section 3. Private Foundations. Notwithstanding the foregoing, whenever the corporation is a private foundation as defined in I.R.C. Section 509(a), it shall not make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE V
Fiscal Year

The fiscal year of the corporation shall end on the last day of _____
in each year.

ARTICLE VI
Seal

The corporation has no corporate seal.

ARTICLE VII
Corporate Acts, Loans, Deposits, Administrative Services

Section 1. Corporate Acts. The Chair shall have authority to sign, execute and acknowledge on behalf of the corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors. Except as otherwise provided by the WNCL or directed by the Board of Directors, the Chair may authorize in writing any officer or agent of the corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Chair of the corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors of the corporation, provided, however, that an attestation is not required to enable a document to be an act of the corporation.

Section 2. Deposits. All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation in such banks, investment firms or other depositories as the Board of Directors may select.

Section 3. Administrative Services. The corporation shall use only facilities and services provided by MCW or its delegate as reasonably needed. Reimbursement for the forgoing shall be in accordance with the Grant Agreement dated as of _____, 2001, by and between MCW and _____.

MCW shall at all times be an independent contractor of the corporation and shall not be given or have any authority to assume, create or incur any obligation or liability of any kind, expressed or implied, on behalf of the corporation. All persons utilized by MCW in connection with the performance of its services shall be deemed to be MCW's employees and agents and not the employees and agents of the corporation, and MCW alone shall be responsible for all expenses which it or its employees and agents may incur in connection with the performance of its duties pursuant to this Agreement.

ARTICLE XIII
Amendments

Section 1. By the Directors. After prior approval by the Commissioner, or if the Commissioner approves of another standard with which the corporation complies, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting thereof.

Section 2. Implied Amendments. Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

* * * * *

Certified a true and correct copy of the Bylaws adopted on the ____ day of _____, 2001, by the Board of Directors of _____.

Chair